

**THE DEPARTMENT OF FINANCIAL INSTITUTIONS
30 SOUTH MERIDIAN STREET, SUITE 300
INDIANAPOLIS, INDIANA 46204**

**APPLICATION BY
AN INDIANA OR FOREIGN BANK HOLDING COMPANY**

Corporate Title of Applicant

Street

City County State Zip Code

Organized under the laws of _____
(hereinafter referred to as the "Applicant")

Hereby applies to the Department pursuant to:

IC 28-2-14 or IC 28-2-16

for prior approval of the acquisition of direct or indirect ownership, control, or power to vote at least
_____ or _____ % of the voting shares of:
number percentage

Corporate Title of Bank or Bank Holding Company Proposed to be acquired

Street

City County State Zip Code

Organized under the laws of _____
(Hereinafter referred to as the "Target")

Name, title, address, and telephone number of person(s) to whom inquiries concerning this application may be directed:

Date of Application: _____ Projected Date of Acquisition: _____

Signature of Chief Executive Officer or Designee

Title

GENERAL INSTRUCTIONS

1. This application is to be used by any bank holding company whose principal office is located in Indiana or by any foreign bank holding company (as defined in IC 28-2-16-9) that intends to acquire, directly or indirectly, one or more Indiana banks, Indiana bank holding companies or foreign bank holding companies that have acquired one or more Indiana banks.
2. Three signed copies of the application, including all exhibits, financial statements, and other documents shall be filed with the Department.
3. In response to any item of the application that requires the attachment of a particular document, indicate where in the application the document can be found.
4. Terms defined in IC 28-2-14 and IC 28-2-16, whichever chapter the application is being filed pursuant to, shall have the same meanings when used herein.
5. The questions and other items in the application are not intended to limit the Applicant's presentation. The Applicant bears the full burden for presenting and documenting a case to meet the statutory criteria for approval.
6. If the applicant requests the Department to hold a fairness hearing pursuant to IC 28-2-14-13 or IC 28-2-16-18, please submit as part of this application a preliminary prospectus or proxy statement that sets forth all material facts relating to the Applicant, the proposed acquisition, and the securities to be issued. The prospectus or proxy statement should indicate in bold print that the Department has not passed upon the adequacy or accuracy of the information contained therein.

The Applicant should keep in mind that any such offering of securities is subject to the general anti-fraud provisions of the state and federal securities laws. Under the anti-fraud provisions, a particular fact is generally considered material if there is a substantial likelihood that a reasonable person would consider the fact of significance in making an investment decision relating to the securities offered. The Department has not promulgated specific rules concerning the contents of such a prospectus or proxy statement. Therefore, in preparing that document, the Applicant should be guided by the principles and standards that have been developed under relevant federal and state securities laws.

7. If any material change occurs in the facts set forth in the application as filed with the Department, an amendment setting forth the change, together with copies of all documents and other material relevant to the change shall be promptly filed with the Department. Additional information provided to the Federal Reserve System, pertaining to this application, should also be contemporaneously provided to the Department of Financial Institutions.
8. An opinion of qualified counsel that the transaction is not in contravention of applicable Indiana law must be submitted with each application. In addition, if the transaction is the subject of an agreement between the parties, counsel must also include its opinion that the agreement has been duly authorized, executed and delivered and constitutes valid and binding obligation of the parties, enforceable in accordance with its terms except to the extent limited by laws of general application related to or affecting the enforcement of creditors' rights.
9. If the bank is 1) acquired by a bank holding company, and 2) immediately merged with or consolidated into another bank owned by the acquiring bank holding company, the acquisition of the bank is exempt from the provisions of IC 28-2-14 or IC 28-2-16.

SPECIFIC INSTRUCTIONS

- 1) Attach a copy of the final application of Form FR Y-3 as filed by the Applicant with the Board of Governors of the Federal Reserve System, and any other application or document that is required to be filed with any other federal regulatory agency.

- 2) Describe the means by which the banks already controlled by the Applicant and the Target have provided adequate and appropriate services, including services contemplated by the Community Reinvestment Act of 1977 [12 U.S.C. 2901 et seq.] to the communities in which they are located. Describe the means that the communities served by the Target will be adequately and appropriately served after the proposed transaction.

- 3) With respect to any person named in response to Schedule "A" or "B":
 - a) Has any current or proposed Principal of the Applicant or Target been convicted of any felony or is currently subject to any pending criminal proceeding?

Yes No
If yes, please describe.

- 4) Does the Applicant have any plans to liquidate the Target or any bank subsidiary of the Target, to sell the assets of the Target or any bank subsidiary of the Target, to merge or consolidate the Target or any bank subsidiary of the Target, or to make any other material changes in the investment policy, business, or corporate structure of the Target or any bank subsidiary of the Target?

Yes No
If yes, please describe.

- 5) Does the Applicant intend to issue its stock in exchange for stock of the Target?

Yes No

- 6) If the answer to the preceding question is "Yes", will the Applicant request the Department to hold a public hearing upon the fairness of the terms, conditions, and provisions of such proposed issuance and exchange stock?

Yes No

- 7) If the answer to the preceding question is "Yes", attach a copy of the preliminary prospectus or proxy statement prepared for distribution to the shareholders of the Target. In addition, a total of twelve (12) copies of this addendum and the Federal Reserve System application are to be filed with the Department. See General Instruction 6.

- 8) If the answer to #5 is "Yes", indicate the Applicant's method of determining the "Fair Market Price " of the Target.

- 9) If the Applicant will be required to file or provide to shareholders a proxy statement, tender offer materials or other disclosure documents in regard to the proposed transaction, provide one draft copy of such statement, materials or documents to the Department when it is available.
- 10) Summarize all formal or informal enforcement actions including, but not limited to, memoranda of understanding, written agreements and consent agreements, orders and directives issued against the Applicant or any banking subsidiaries of the Applicant by their respective regulators within the last three (3) years. In addition, summarize the responding steps taken by the applicant to comply with said actions.
- 11) Summarize all applications pending or approved but not yet consummated, of the Applicant and of the Target. Include applications to acquire subsidiaries, to establish a new bank, or to merge or consolidate.
- 12) Include the Applicant's most recent audit report by its Independent Certified Public Accountants. In addition, include the management letter and the Applicant's response.

Schedule "A"

PRINCIPALS OF THE APPLICANT

Complete the following table with regard to each person who is or will be a Principal* of the Applicant. Attach additional copies of this schedule as necessary.

Name And Residence Address	Current Or Proposed Position With The Holding Company	Present Occupation Or Employment **	All Business Offices, Directorships And Other Positions Held During The Last Five Years ***	(1)

(1) Indicate the number and percentage of each class of shares of the Applicant and the Target (owned) by the individuals listed.

* The term "principal" means "any individual or corporation that (1) owns directly or indirectly 10% or more of the outstanding shares of any class; or (2) is a director, trustee, partner, or executive officer; or (3) with or without ownership interest, participates or has the authority to participate in major policy-making function, whether or not the person has an official title or is serving without compensation.

** Include the name and principal business of any corporation or other organization in which such principle occupation or employment is carried on.

*** Include dates held. Information regarding positions with civic, honorary or other non-profit organizations need not be furnished. Also, information regarding changes in title within one business organization (e.g., from Secretary/Treasurer to Vice-President) need not be furnished except to the extent material.

Schedule "B"

PRINCIPALS OF THE TARGET

Complete the following table with regard to each person who is or will be a Principal* of the Target. Attach additional copies of the schedule as necessary.

Name And Residence	Current Or Proposed Position With The Target	Present Occupation Or Employment**	All Business Offices, Directorships And Other Positions Held During The Last Five Years ***	(1)

(1) Indicate the number and percentage of each class of shares of the Applicant and the Target (owned) by the individuals listed.

* Use definition of Principal from Schedule "A".

** Include the name and principal business of any corporation or other organization in which such principal occupation or employment is carried on.

*** Include dates held. Information regarding positions with civic, honorary or other non-profit organizations need not be furnished. Also, information regarding changes in title within one business organization (e.g. from Secretary/Treasurer to Vice-President) need not be furnished except to the extent material.